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June 18, 2014

Joseph LeMay  
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U.S. EPA Region 1  
5 Post Office Square  
Suite 100  
OSRRO7-4  
Boston, MA 02109-3912

**Re: EPA Notice of Potential Liability as the Southwest Properties portion of  
Operable Unit Two of the Wells G & H Superfund Site, Woburn, MA**

Dear Mr. LeMay:

I am responding on behalf of Beatrice Company ("Beatrice") to EPA's June 2 Notice of Potential Liability in the above matter.

As you know, Beatrice has been performing under EPA oversight the RI/FS for the Southwest Properties. Beatrice has done the RI/FS activities without participation or funding from any other Responsible Party. The performance of the RI/FS shows that Beatrice has acted, and will continue to act, in good faith to address hazardous substance remediation issues at the Southwest Properties.

Beatrice is pleased that EPA has taken steps to put additional Responsible Parties on notice of their potential liability with regard to the Southwest Properties. To the extent Beatrice may have any liability at all for the Southwest Properties, it views its liability share as small. Beatrice expects that its appropriate allocation share can be negotiated with other Responsible Parties who agree to participate at the Southwest Properties going forward.

In that context, Beatrice is willing to negotiate with EPA for the appropriate amount of payment of past costs. In addition, Beatrice will consider participation in negotiations with EPA and other Responsible Parties for performance or financing of the remedy once EPA selects it. By this response, Beatrice is not waiving any of its potential defenses or rights to object to the remedy when finally selected.

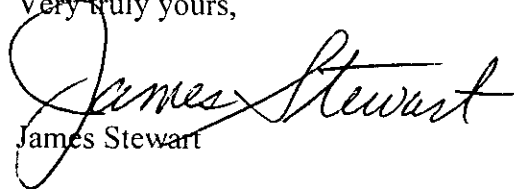


Joseph LeMay  
Page 2

June 18, 2014

Please continue to contact me on behalf of Beatrice with regard to the Southwest Properties.

Very truly yours,



James Stewart

JS:ab

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6/18/14 30353163.1

cc: Susan Scott, USEPA (via regular mail)  
Thomas McGowan, Esq. (via e-mail)

# Lowenstein Sandler LLP

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